

DAVIS POLK & WARDWELL

1300 I STREET, N.W.
WASHINGTON, D.C. 20005

1600 EL CAMINO REAL
MENLO PARK, CA 94025

99 GRESHAM STREET
LONDON EC2V 7NG

15, AVENUE MATHIGNON
75008 PARIS

450 LEXINGTON AVENUE
NEW YORK, N.Y. 10017

212 450 4000
FAX 212 450 3800

WRITER'S DIRECT

212 450 4965

MESSEURM
60308 FRANKFURT AM MAIN

MARQUÉS DE LA ENSENADA, 2
28004 MADRID

1-6-1 ROPPONGI
MINATO-KU, TOKYO 106-6033

3A CHATER ROAD
HONG KONG

September 22, 2005

Re: **Magten Asset Management Corp. (In re: NorthWestern Corporation)**

The Honorable Joseph J. Farnan, Jr.
United States District Court
for the District of Delaware
844 King Street
Wilmington, DE 19801

Dear Judge Farnan:

We are counsel to Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings"). We write in response to the letter dated September 16, 2005 submitted to the Court by counsel for Magten Asset Management Corporation ("Magten"), requesting a scheduling conference to address matters currently pending before the Court.

We respectfully suggest that a scheduling conference in this case is premature at this time. Paul Hastings believes that the issues raised by Case No. 04-1389, in which NorthWestern has moved to dismiss Magten's pending appeal of the confirmation order on mootness grounds, would resolve most if not all of the matters currently before this Court. Until such time as the Court decides NorthWestern's motion to dismiss Magten's appeal, therefore, Paul Hastings does not believe that a scheduling conference is necessary.

Respectfully submitted,



D. Scott Tucker

The Honorable Joseph J. Farnan, Jr. 2

September 22, 2005

cc: Clerk of Court (Via CMF)
Bonnie Steingart, Esq. (via overnight delivery)
Gary L. Kaplan, Esq. ((via overnight delivery)
David A. Jenkins, Esq. (via overnight delivery)
William E. Chipman, Jr., Esq. (via overnight delivery)
Kathleen M. Miller, Esq. (via overnight delivery)
Bijan Amini, Esq. (via overnight delivery)
Neil B. Glassman, Esq. (via overnight delivery)
Charlene D. Davis, Esq. (via overnight delivery)
Adam G. Landis, Esq. (via overnight delivery)
Robert J. Dehney, Esq. (via overnight delivery)
Curtis S. Miller, Esq. (via overnight delivery)
David L. Finger, Esq. (via overnight delivery)
Jesse H. Austin, III, Esq. (via overnight delivery)
Karol K. Denniston, Esq. (via overnight delivery)
Amanda Darwin, Esq. (via overnight delivery)
John V. Snellings, Esq. (via overnight delivery)
Alan W. Kornberg, Esq. (via overnight delivery)
Margaret A. Phillips, Esq. (via overnight delivery)
Stanley T. Kaleczyc, Esq. (via overnight delivery)
Denise Seastone Kraft, Esq. (via overnight delivery)
Office of the United States Trustee (via overnight delivery)